
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in **Sichuan Expressway Company Limited*** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



四川成渝高速公路股份有限公司 Sichuan Expressway Company Limited*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00107)

**I. PROPOSED SHAREHOLDER RETURN PLAN FOR THE THREE YEARS (2023–2025);
II. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR AND
HIS PROPOSED DIRECTOR'S REMUNERATION;
III. PROPOSED REMUNERATION FOR VICE CHAIRMAN; AND
IV. EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 1 to 10 of this circular.

A notice convening the EGM of the Company to be held at 3:00 p.m. on Tuesday, 9 April 2024 at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the People's Republic of China (the “PRC”) is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited and the Company. If you intend to appoint a proxy to attend the EGM, you are required to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon. For the holders of H Shares, the form of proxy should be returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and in any event not less than 24 hours before the time appointed for convening the EGM (or any adjournment thereof) or 24 hours before the time appointed for the passing of the resolutions. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

* *For identification purposes only*

CONTENTS

	<i>Page</i>
DEFINITIONS	ii
LETTER FROM THE BOARD	1
NOTICE OF EGM	EGM-1

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“Articles of Association”	the articles of association of the Company, as amended from time to time
“A Share(s)”	RMB ordinary shares of the Company with a nominal value of RMB1.00 each, which are issued in the PRC, subscribed for in RMB and listed on the SSE
“Board”	the board of Directors of the Company
“Company”	Sichuan Expressway Company Limited* (四川成渝高速公路股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 00107) and the A Shares of which are listed on the SSE (stock code: 601107)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and approve, among other things, (1) the special resolution in relation to the proposed shareholder return plan for the three years (2023–2025); (2) the ordinary resolution in relation to the proposed appointment of Mr. Luo Zuyi as an executive Director of the eighth session of the Board of the Company and his proposed Director’s remuneration; and (3) the ordinary resolution in relation to the proposed remuneration for Mr. You Zhiming, an executive Director, as the vice chairman, the notice of which is set out on pages EGM-1 to EGM-2 of this circular
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign shares of the Company with a nominal value of RMB1.00 each, which are issued in Hong Kong, subscribed for in Hong Kong dollars and listed on the Main Board of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange and/or the Rules Governing the Listing of Stocks on the SSE, as the case may be

DEFINITIONS

“PRC” or “China”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Shares and/or H Shares (as the case may be)
“Shareholder(s)”	the registered holder(s) of the Shares
“SSE”	the Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisors of the Company
“%”	per cent

* *For identification purposes only*

LETTER FROM THE BOARD



四川成渝高速公路股份有限公司
Sichuan Expressway Company Limited*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00107)

Executive Directors:

Mr. You Zhiming (*Vice Chairman*)
Madam Ma Yonghan

Non-executive Directors:

Mr. Wu Xinhua (*Vice Chairman*)
Mr. Li Chengyong
Mr. Chen Chaoxiong

Independent Non-executive Directors:

Mr. Yu Haizong
Madam Bu Danlu
Mr. Zhang Qinghua
Mr. Zhou Hua

Legal Address:

Postal code: 610041
252 Wuhouci Da Jie
Chengdu
Sichuan Province
the PRC

Principal Place of Business in Hong Kong:

Room 2201–2203, 22/F
World-wide House
19 Des Voeux Road Central
Central
Hong Kong

19 March 2024

To the Shareholders

Dear Sir or Madam,

- I. PROPOSED SHAREHOLDER RETURN PLAN FOR THE THREE YEARS (2023–2025);**
II. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR AND
HIS PROPOSED DIRECTOR'S REMUNERATION;
III. PROPOSED REMUNERATION FOR VICE CHAIRMAN; AND
IV. EXTRAORDINARY GENERAL MEETING

LETTER FROM THE BOARD

I. INTRODUCTION

The purpose of this circular is to provide you with information on (1) the special resolution in relation to the proposed Shareholder return plan for the three years (2023–2025); (2) the ordinary resolution in relation to the proposed appointment of Mr. Luo Zuyi as an executive Director of the eighth session of the Board of the Company and his proposed Director’s remuneration; and (3) the ordinary resolution in relation to the proposed remuneration for Mr. You Zhiming, an executive Director, as the vice chairman to be proposed at the EGM.

II. PROPOSED SHAREHOLDER RETURN PLAN FOR THE THREE YEARS (2023-2025)

Pursuant to the relevant requirements under the Notice Regarding Further Implementation of Cash Dividends Distribution by Listed Companies (《關於進一步落實上市公司現金分紅有關事項的通知》) (Zheng Jian Fa [2012137]), the Listed Companies Regulatory Guidance No. 3 – Cash Dividends Distribution of Listed Companies (《上市公司監管指引第3號–上市公司現金分紅》) (revised in 2023) issued by the China Securities Regulatory Commission and the relevant provisions of the Articles of Association, and in order to fully safeguard the rights of the Shareholders of the Company, enable the investors to share the achievements of the Company development and on the basis of taking into account the Company’s strategic development goals, profitability, reasonable return to Shareholders and social capital costs, the Company formulated the Shareholder Return Plan for the Three Years (2023–2025) (the “**Plan**”). The Company will distribute its profit in accordance with the Plan when it has sufficient profit and the Plan does not constitute profit forecasts of the Company. Details of the Plan are set out below:

(I) Factors Considered in Formulating the Plan

With a view to maintain the long-term, healthy and sustainable development of the Company, and based on a comprehensive analysis of the Company’s strategic development goals, actual operation conditions, demands and wishes of the investors, the social capital costs, the financing environment and other factors, and comprehensive consideration of the characteristics of the industry in which the Company operates, its stage of development, the level of profitability, the cash flow position, the capital requirements for project investment and banking facilities, etc., as well as a coordinated consideration of the short-term and long-term interests of the Shareholders, the Company has formulated a sustainable, scientific and foreseeable return plan for investors so as to make positive and specific institutional arrangements on profit distribution, thereby ensuring the continuity, scientificity and stability of the Company’s profit distribution policy.

LETTER FROM THE BOARD

(II) Principles for Formulating the Plan

1. Complying with the relevant provisions on profit distribution under the relevant laws, regulations, rules and regulatory documents as well as the Articles of Association.
2. Taking into account the Company's sustainable development strategic plan and its actual development condition.
3. Taking into account and listening to the demands and wishes of the Shareholders (in particular the minority Shareholders).
4. Taking into account the continuity and stability of the Company's profit distribution policy.
5. Distributing profits in cash, shares or a combination of both cash and shares or as otherwise permitted by the relevant laws, regulations, rules and regulatory documents. Where the conditions of cash dividend are fulfilled by the Company, priority shall be given to cash dividend.
6. Insisting on the principle of a public and transparent information disclosure.

(III) Details of the Plan

1. Manner of the distribution: from 2023 to 2025, the Company may distribute profits in cash, shares or a combination of both cash and shares or as otherwise permitted by the relevant laws, regulations, rules and regulatory documents. Where the conditions of cash dividend are fulfilled by the Company, priority shall be given to cash dividend.
2. Distribution period: from 2023 to 2025, the Company in principle will make distribution on a yearly basis; if the operation is prosperous and the economy maintains steady and rapid growth, the Company may also make an interim profit distribution subject to the consideration and approval at the general meeting of the Company.

LETTER FROM THE BOARD

3. Minimum proportion of cash dividend concerning Company's profit distribution: subject to the fulfillment of the conditions for cash dividend, the Company's profit distribution in cash for each of the years from 2023 to 2025 shall not be less than 60% of the net consolidated profit attributable to the owners of the parent company realized for that year.
4. Under the premise of ensuring the distribution of cash dividend in full, the Company may increase the distribution of profits by way of stock dividends. In the case where profits are distributed by way of shares, true and reasonable reasons such as the Company's growth, dilution of net asset value per share shall be taken into consideration. The profit to be distributed shall not exceed its accumulated distributable profit and the policy of profit distribution shall not in violation of relevant laws and regulations.

In the event that the Company needs to adjust the profit distribution policy due to the significant changes in the external operating environment and its operating conditions, the interest of Shareholders shall be of the first priority, detailed argumentation and reasons for such adjustments shall be given and a written report formed herein shall be submitted to the Company's general meeting for consideration after it is reviewed and approved by the Board.

(IV) Decision-Making Procedures for Profit Distribution Plan

1. The Company's profit distribution should give weight to the reasonable investment return to investors and also pay attention to the Company's sustainable development. The Board of the Company shall, based on the Company's profit level, the cash flows and the future capital needs, etc., formulate a reasonable profit distribution plan, and listen fully to the opinions from the independent Directors.
2. After the Board of the Company has considered and passed the profit distribution plan, the Board should submit it to the general meeting for consideration and approval.
3. When the general meeting considers a profit distribution plan, the Company shall communicate and exchange views with the Shareholders (especially minority Shareholders) through various channels, and fully listen to the opinions of the minority Shareholders so as to effectively protect the rights of minority Shareholders to participate in the general meeting.

LETTER FROM THE BOARD

4. The supervisory committee shall supervise the implementation of the Company's profit distribution policy by the Board and the management.
5. When the Company is profitable in the current year and meets the conditions for cash dividend, but does not put forward any plan for cash dividend, a detailed explanation, including reasons for not making dividend and the specific use and usage plan of capital that may otherwise be used as dividends but has been retained by the Company, shall be submitted to the Board. After being considered and passed by the Board, the detailed explanation shall be submitted to the general meeting for consideration and approval.
6. After the general meeting of the Company has considered and passed a profit distribution plan, the Board of the Company must complete the distribution of profits within two months after the convening of the general meeting.

(V) Supplementary Provisions

The matters not covered herein shall be implemented in accordance with the relevant laws, regulations, rules, regulatory documents and the Articles of Association. The Plan shall be implemented upon the approval obtained at the general meeting and the power of interpretation of the Plan shall be vested in the Board of the Company.

The following, among other things, resolution will be considered at the general meeting to be held by the Company:

- Proposed Shareholder return plan for the three years (2023–2025).

LETTER FROM THE BOARD

III. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR AND HIS PROPOSED DIRECTOR'S REMUNERATION

Further details of the Board's proposed appointment of Mr. Luo Zuyi ("Mr. Luo") as an executive Director of the eighth session of the Board of the Company and his proposed Director's remuneration are as follows:

Mr. Luo Zuyi, aged 50, successively graduated from Sichuan Transportation School, Party School of the Central Committee of Communist Party of China and University of Electronic Science and Technology of China. He holds a master's degree in business administration, and is a political engineer* (政工師). He served as an assistant director and the head of the road safety section of the Zizhong Management Division of the Chengdu-Chongqing Expressway, the deputy director and the chairman of the labor union of the Ziyang Division of Sichuan Expressway Company Limited, the director of Ziyang Management Division of Sichuan Expressway Company Limited, the deputy general manager of Sichuan Jiuzhai Huanglong Airport Co., Ltd., the secretary of the Party Committee and the general manager of Sichuan Expressway Company Limited Chengyu Branch, a member of the Party Committee of Sichuan Expressway Company Limited, the secretary of the Party Committee, the chairman and the legal representative of Sichuan Chengle Expressway Company Limited, the secretary of the Party the Committee, the chairman and the legal representative of Sichuan Trading Landmark Co., Ltd., and the deputy secretary of the Party Committee, the vice chairman and the general manager of Sichuan Shudao Urban & Rural Investment Group Co., Ltd..

Mr. Luo has many years of experience in the expressway industry. Therefore, his nomination as executive Director can promote the Board diversity and bring richer perspectives, professional knowledge and experience in expressway industry to the Board. When determining the nomination of executive Director of the Company, the Company considered the diversity of Board members in several aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge and the contribution and value that can be provided to the Board and the benefits from the diversity of the Board have been taken into full consideration according to the objective conditions. The selection of Board members shall be conducted in accordance with laws, regulations and relevant requirements of regulatory authorities.

LETTER FROM THE BOARD

Subject to the approval of his appointment at the general meeting of the Company, the Company will enter into a service contract (not being a service contract expiring within one year or terminable by the Company without payment of any compensation (other than statutory compensation) within one year) with Mr. Luo. His term of office shall commence from the date of consideration and approval at the general meeting of the Company until the expiration of the term of office of the eighth session of the Board of the Company. In accordance with the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and/or the Articles of Association of the Company, the newly appointed Director shall be eligible for re-election upon the expiration of his term of office.

The following, among other things, resolution will be considered at the general meeting to be held by the Company:

- Mr. Luo's proposed remuneration plan shall be determined in conjunction with the opinion of the Remuneration and Appraisal Committee and in accordance with the relevant policies and the standards of the Company.

The above-mentioned remuneration will be disclosed by the Company after confirmation. For details, please refer to the annual report released by the Company in due course.

Save as disclosed above, Mr. Luo has confirmed that (i) he did not hold any position within the Group or any directorship of other listed companies in the last three years; (ii) he does not have any relationship with any Director, supervisor, senior management, substantial or controlling shareholder of the Company; and (iii) he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Save as disclosed above, there is no information which is disclosable nor is Mr. Luo involved in any of the matters required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) and Rule 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

IV. PROPOSED REMUNERATION FOR EXECUTIVE DIRECTOR AND VICE CHAIRMAN

Reference is made to the announcement of the Company dated 15 March 2024, and the Board of the Company has considered and agreed the appointment of Mr. You Zhiming (“**Mr. You**”), one of the incumbent executive Director, as the vice chairman of the eighth session of the Board and the general manager of the Company, with term of office being effective from the date of passing the resolution by the Board (i.e. 15 March 2024) to the date of expiry of the eighth session of the Board.

Mr. You Zhiming, aged 51, successively graduated from Neijiang Teachers College* (內江師範專科學校) and the Party School of Sichuan Provincial Committee of the Chinese Communist Party. He holds a master’s degree, and is a political engineer* (政工師). He successively served as a teacher and the secretary of the League Committee of Jiajia High School of Jianyang City, the deputy secretary and the secretary of Jianyang Municipal Committee of the Communist Youth League of China, the secretary of the Party Committee of Pingquan Town of Jianyang City, a cadre of Ziyang Urban Planning and Development Bureau, the chief of the Village and Town Construction Section and the Urban-rural Planning and Management Section, the director of the Municipal Surveying and Mapping Office, the deputy director of the Management Committee of Ziyang Economic Development Zone of Sichuan, the deputy chief executive, a standing member of the District Committee, the chief of the Organization Department and the principal of the Party School of the Yanjiang District Government of Ziyang City, the director and the secretary of the Leading Party Members’ Group of Ziyang Supply and Marketing Cooperatives, and the chief of the Organization Department (Human Resources Department, United Front Work Department) of Party Committee of STIG, the director of the Office of the Remuneration and Appraisal Committee of Sichuan Transportation Investment Group Corporation Limited, the non-executive director, the executive director and the deputy general manager of the Company. He currently serves as an executive Director of the eighth session of the Board, the vice chairman and the general manager of the Company and concurrently, the chairman, the legal representative of Chengdu Chengbei Exit Expressway Co., Ltd. (成都城北出口高速公路有限公司).

The following, among other things, resolution will be also considered at the general meeting to be held by the Company:

- The proposed remuneration plan of Mr. You, an executive Director, as the vice chairman shall be determined in conjunction with the opinion of the Remuneration and Appraisal Committee and in accordance with the relevant policies and the standards of the Company.

The above-mentioned remuneration will be disclosed by the Company after confirmation. For details, please refer to the annual report released by the Company in due course.

LETTER FROM THE BOARD

V. VOTING BY POLL

According to the Listing Rules, each of the resolutions to be proposed at the EGM will be voted on by poll. Results of the poll voting will be published on the Company's website at www.cygs.com and the website of the Stock Exchange at www.hkexnews.hk after the EGM.

VI. CUMULATIVE VOTING MECHANISM

According to the Articles of Association, the Directors of the Company are elected by means of cumulative voting mechanism. At the election of Directors, the number of votes held by each Shareholder shall equal the number of his/her Shares held multiplied by the number of Directors he/she is entitled to elect; each Shareholder has the right to cast all his/her votes to one candidate for Directors, or to allocate his/her votes to all candidates at his/her discretion, or to cast all his/her votes to two or more of the candidates. Voting for non-independent Directors and independent non-executive Directors shall be held separately.

VII. EGM

The Company proposes to convene the EGM at 3:00 p.m. on Tuesday, 9 April 2024 at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan Province, the PRC.

A notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For the holders of H Shares, the form of proxy should be returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VIII. CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The H Shares register of members of the Company will be closed from Wednesday, 3 April 2024 to Tuesday, 9 April 2024, both days inclusive, during which period no transfer of H Shares will be effected. In order to qualify for attending the EGM, unregistered holders of H Shares shall ensure that all transfer documents of H Shares accompanied by the relevant share certificates and the appropriate transfer documents must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 2 April 2024.

IX. RECOMMENDATION

The Directors consider that (1) the special resolution in relation to the proposed Shareholder return plan for the three years (2023–2025); (2) the ordinary resolution in relation to the proposed appointment of Mr. Luo Zuyi as an executive Director of the eighth session of the Board of the Company and his proposed Director's remuneration; and (3) the ordinary resolution in relation to the proposed remuneration for Mr. You Zhiming, an executive Director, as the vice chairman, are in the best interest of the Company and its Shareholders.

Accordingly, the Board recommends that the Shareholders vote in favour of the approval for (1) the special resolution in relation to the proposed Shareholder return plan for the three years (2023–2025); (2) the ordinary resolution in relation to the appointment of Mr. Luo Zuyi as an executive Director of the eighth session of the Board of the Company and his proposed Director's remuneration; and (3) the ordinary resolution in relation to the proposed remuneration for Mr. You Zhiming, an executive Director, as the vice chairman.

X. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this circular or any statement herein misleading.

Yours faithfully,
By order of the Board
Sichuan Expressway Company Limited*
Yao Jiancheng
Joint Company Secretary

* For identification purposes only

NOTICE OF EGM



四川成渝高速公路股份有限公司 Sichuan Expressway Company Limited*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00107)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Sichuan Expressway Company Limited* (the “**Company**”) will be held at 3:00 p.m. on Tuesday, 9 April 2024 at Room 420, 4th Floor, 252 Wuhouci Da Jie, Chengdu, Sichuan, the PRC for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions.

Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the circular (the “**Circular**”) of the Company dated 19 March 2024 containing the details in relation to the resolutions herein below.

SPECIAL RESOLUTION

1. To consider and approve the proposed Shareholder return plan for the three years (2023–2025).

ORDINARY RESOLUTIONS

To consider and approve the following resolutions by way of open ballot and non-cumulative voting at on-site meeting:

2. To consider and approve the proposed Director’s remuneration of Mr. Luo Zuyi.
3. To consider and approve the proposed remuneration for Mr. You Zhiming, an executive Director, as the vice chairman.

NOTICE OF EGM

To consider and approve the following resolution by way of open ballot and cumulative voting at on-site meeting:

4. To elect and appoint Mr. Luo Zuyi as an executive Director of the eighth session of the Board for a term commencing from the date of the consideration and approval at the EGM until the date of expiry of the term of office of the eighth session of the Board.

By order of the Board
Sichuan Expressway Company Limited*
Yao Jiancheng
Joint Company Secretary

Chengdu, Sichuan Province, the PRC
19 March 2024

Notes:

1. The register of members of H Shares of the Company will be closed from Wednesday, 3 April 2024 to Tuesday, 9 April 2024, both days inclusive, during which period no transfer of H Shares will be effected. In order to qualify for attending the EGM, unregistered holders of H Shares shall ensure that all transfer documents of H Shares accompanied by the relevant share certificates and the appropriate transfer documents must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 2 April 2024.
2. Any holder of H Shares who has registered on the register of members of H Shares before the close of business on Tuesday, 2 April 2024 is entitled to attend the EGM after registration for the meeting. He/she is also entitled to appoint one or more proxies to attend and vote at the EGM on his/her behalf in accordance with the articles of association of the Company. A proxy need not be a Shareholder of the Company.
3. In order to be valid, the form of proxy of holders of H Shares and, if such form of proxy is signed by a person under a power of attorney or other authority on behalf of the principal, a notarially certified copy of that power of attorney or authority shall be deposited at the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the EGM (or any adjournment thereof) or 24 hours before the time appointed for the passing of the resolution.
4. Shareholders or their proxies should produce their identity documents when attending the EGM. Should a proxy be appointed, the proxy shall also present the form of proxy.
5. Pursuant to the articles of association of the Company and the Listing Rules, the chairman of the EGM will demand a poll in relation to the resolution proposed at the EGM.
6. The EGM is expected to last for less than one day. Shareholders or their proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.

As at the date of this notice, the Board comprises Mr. You Zhiming (Vice Chairman) and Madam Ma Yonghan as executive Directors, Mr. Wu Xinhua (Vice Chairman), Mr. Li Chengyong and Mr. Chen Chaoxiong as non-executive Directors, Mr. Yu Haizong, Madam Bu Danlu, Mr. Zhang Qinghua and Mr. Zhou Hua as independent non-executive Directors.

* *For identification purposes only*